

KOELLNER LAURETTE T
 Form 4/A
 January 13, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOELLNER LAURETTE T

(Last) (First) (Middle)
 100 N. RIVERSIDE PLAZA, M/C
 5003-1001
 (Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOEING CO [BA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/19/2005

4. If Amendment, Date Original Filed
 (Month/Day/Year)
 12/20/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Pres., Connexion by Boeing

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common | 12/19/2005 | | M | | 3,036.53 <u>(1)</u> | A | \$ 0 17,170.26 D |
| Common | 12/19/2005 | | F | | 1,110.53 <u>(2)</u> | D | \$ 69.97 16,059.73 D |
| Common | | | | | | I | Boeing 401(k) Plan 10.56 |
| Common | | | | | | I | Career Shares 14,191.16 |
| Common | | | | | | I | IRA by Husband 41 |

Common 85.33 I PAYSOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Num Shares |
| 2004 Performance Shares | (3) | 12/19/2005 | | D | 9,109.6 (4) | (5) 02/23/2009 | Common 9,109.6 |
| 2004 Performance Shares | (3) | 12/19/2005 | | M | 3,036.53 (1) | (5) 02/23/2009 | Common 3,036.53 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOELLNER LAURETTE T 100 N. RIVERSIDE PLAZA M/C 5003-1001 CHICAGO, IL 60606 | | | Pres., Connexion by Boeing | |

Signatures

By: /s/ Mark R. Pacioni as Attorney-in-Fact 01/13/2006

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes an additional 22.69 shares that had been omitted from the reporting person's original Form 4 filed on December 20, 2005.

(2) Includes an additional 9.69 shares that had been omitted from the reporting person's original Form 4 filed on December 20, 2005.

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- (3) Performance shares convert on 1 for 1 basis on vesting
- (4) Includes an additional 68.07 shares that had been omitted from the reporting person's original Form 4 filed on December 20, 2005.
2004 Performance Shares vest in the following installments when the average daily closing price of Boeing stock reaches, for a specified
- (5) period, the following dollar levels: 15% at \$60.94, 30% at \$65.30, 45% at \$69.65, 60% at \$74.00, 75% at \$78.35, 90% at \$82.71, 100% at \$87.06, 110% at \$91.41, 120% at \$95.77, and 125% at \$97.94.
- (6) Includes adjustments for dividends accrued

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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